GREEN POLKADOT BOX INCORPORATED

OTC PINK BASIC DISCLOSURE

August 22, 2016

1. Name of the Issuer and Its Predecessors (if any):

The issuer is Green PolkaDot Box Incorporated, a Nevada corporation (the "Company"), formerly Vault America, Inc. ("Vault") and before that MoneyFlow Systems International Inc., ("MoneyFlow"). The Company was incorporated in Nevada on April 25, 2001.

The name of the Company was changed from MoneyFlow Systems International Inc. to Vault America, Inc. on February 21, 2008.

The Green PolkaDot Box LLC was a Utah Limited Liability Company organized on January 18, 2008. Effective January 2, 2012, The Green PolkaDot Box LLC converted into a corporation under the name, The Green PolkaDot Box, Inc. ("GPDB").

On February 29, 2012, GPDB entered into an Agreement and Plan of Merger with the Company to effect a reverse acquisition of GPDB by the Company through its wholly-owned subsidiary, Green PD Acquisitions, Inc., whereby GPDB became a wholly-owned subsidiary of the Company.

The name of the Company was changed from Vault America, Inc. to Green PolkaDot Box Incorporated, its present name, on March 26, 2012.

2. Address of the Issuer's Principal Executive Offices:

Company Headquarters

Address: 1450 South Blackhawk Boulevard, Mt. Pleasant, Utah 84647
Phone: 801-478-500
Email: info@greenpolkadotbox.com
Website: greenpolkadotbox.com

IR Contact

Name: Rod Smith
Address: 1450 South Blackhawk Boulevard, Mt. Pleasant, Utah 84647
Phone: 801-478-2500
Email: rsmith@greenpolkadotbox.com
Website: www.greenpolkadotbox.com

3. Security Information

Trading Symbol: GPDB

Exact title and class of securities outstanding: Common Stock

CUSIP: 393229109

Par or stated value: $.001

<u>Total shares authorized</u>:

Common Stock:	100,000,000 shares, par value $.001 as of June 30, 2016
Preferred A Stock:	5,000,000 shares, par value $.001, as of June 30, 2016
Preferred B Stock:	5,000,000 shares, par value $.001, as of June 30, 2016

<u>Total shares outstanding</u>:

Common Stock:	18,104,200 shares as of June 30, 2016
Preferred A Stock:	194,229 shares as of June 30, 2016

<u>Transfer Agent</u>

Name:	Colonial Stock Transfer Company
Address:	66 Exchange Place, Suite 100, Salt Lake City, Utah 84111
Phone:	801-355-5740

Is the Transfer Agent registered under the Securities Exchange Act of 1934? Yes

List any restrictions on the transfer of security: None

Describe any trading suspension orders issued by the SEC in the past 12 months: None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months: None

4. Issuance History:

4.1 Shares of Common Stock (April 2014). In April 2014, the Company issued 370 shares of Common Stock of the Company at $2.70 per share to individuals for $1,000 in cash (the "April 2014 Shares"). The stockholders have declined to be named in this disclosure statement.

A. In connection with the issuance of the April 2014 Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were accredited investors, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the April 2014 Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the April 2014 Shares, the Company offered to issue the April 2014 Shares to investors at a valuation of $2.70 per share.

D. In connection with the issuance of the April 2014 Shares, the Company issued the April 2014 Shares to investors at a valuation of $2.70 per share.

E. In connection with the issuance of the April 2014 Shares, the Company issued the April 2014 Shares for $2.70 per share and received $1,000 in cash consideration.

F. In connection with the issuance of the April 2014 Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the April 2014 Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.2 Shares of Common Stock (April 2014 Employees). In April 2014, the Company issued 16,959 shares of Common Stock of the Company at $2.70 per share to certain employees of the Company valued at $45,789 (the "April 2014 Employee Shares"). The stockholders have declined to be named in this disclosure statement.

A. In connection with the issuance of the April 2014 Employee Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were accredited investors, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the April 2014 Employee Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the April 2014 Employee Shares, the Company offered to issue the April 2014 Employee Shares to certain employees at a valuation of $2.70 per share.

D. In connection with the issuance of the April 2014 Employee Shares, the Company issued the April 2014 Employee Shares to certain employees at a valuation of $2.70 per share.

E. In connection with the issuance of the April 2014 Employee Shares, the Company issued the April 2014 Employee Shares for $2.70 per share prior service valued at $45,789.

F. In connection with the issuance of the April 2014 Employee Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the April 2014 Employee Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.3 Shares of Common Stock for Services (April 2014). In April 2014, the Company issued a total of 65,868 shares of Common Stock of the Company to professional service companies valued at $177,844 or $2.70 per share (the "April Service Shares"). The service companies have declined to be named in this disclosure statement.

A. In connection with the issuance of the April Service Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the April Service Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the April Service Shares, the Company offered to issue 65,868 April Service Shares for $2.70 per share.

D. In connection with the issuance of the April Service Shares, the Company issued the 65,868 April Service Shares for $2.70 per share Company and received $177,844 in services.

E. In connection with the issuance of the April Service Shares, the Company issued the 65,868 April Service Shares for $2.70 per share Company and received $177,844 in services.

F. In connection with the issuance of the April Service Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the April Service Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.4 Exercise of Warrants (May 2014). In May 2014, the Company issued 37,100 shares of Common Stock for $50,085 in cash (the "Warrant Shares"), pursuant to the exercise of warrants previously issued. The recipients of the Warrant Shares have declined to be named in this disclosure statement.

A. In connection with the issuance of the Warrant Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were employees or consultants or former employees and former consultants of the Company.

B. In connection with the issuance of the Warrant Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the Warrant Shares, the Company offered to issue 37,100 shares of Common Stock at the $1.35 exercise price of the warrants.

D. In connection with the issuance of the Warrant Shares, the Company issued 37,100 shares of Common Stock.

E. In connection with the issuance of the Warrant Shares, the Warrant Shares were issued at $1.35 per Warrant Share, and the Company received $1.35 per Warrant Share for total consideration of $50,085.

F. In connection with the issuance of the Warrant Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the April Service Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.5 Debt Conversion (April 2014). In April 2014, the Company issued a total of 4,900 shares of Common Stock of the Company, valued at $13,230, in connection with conversion of outstanding debt (the "April 2014 Debt Conversion Shares"). The stockholders have declined to be named in this disclosure statement.

A. In connection with the issuance of the April 2014 Debt Conversion Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the April 2014 Debt Conversion Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the April 2014 Debt Conversion Shares, the Company offered to issue the April 2014 Debt Conversion Shares to the debt holder at a conversion rate of $2.70 per share.

D. In connection with the issuance of the April 2014 Debt Conversion Shares, the Company issued the April 2014 Debt Conversion shares to the debt holder at a conversion rate of $2.70 per share.

E. In connection with the issuance of the April 2014 Debt Conversion shares, the Company received no cash consideration.

F. In connection with the issuance of the April 2014 Debt Conversion Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the April 2014 Debt Conversion Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.6 Shares of Series A Preferred Stock (April to June 2014). During the three months ended June 30, 2014, the Company issued 25,695 shares of Series A Preferred Stock of the Company at $6.00 per share to individuals for $154,144 in cash (the "April to June Preferred Shares"). The preferred Series A shares carry an 8% interest preferred dividend. In addition to their preferred dividends, the holders of preferred shares are entitled to participate in their pro rata share of 1.0% of the gross revenues of the Company commencing 90 days from the date of issuance of the preferred shares and continuing as long as the preferred shares are outstanding. The stockholders have declined to be named in this disclosure statement.

A. In connection with the issuance of the April to June Preferred Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were accredited investors, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the April to June Preferred Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the April to June Preferred Shares, the Company offered to issue the April to June Preferred Shares to investors at a valuation of $6.00 per share.

D. In connection with the issuance of the April to June Preferred Shares, the Company issued the April to June Preferred Shares to investors at a valuation of $6.00 per share.

E. In connection with the issuance of the April to June Preferred Shares, the Company issued the April to June Preferred Shares for $6.00 per share and received $154,170 in cash consideration.

F. In connection with the issuance of the April to June Preferred Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the April to June Preferred Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.7 Shares of Common Stock (July 2014). In July 2014, the Company issued 11,852 shares of Common Stock of the Company at $2.70 per share to individuals for $32,000 in cash (the "July 2014 Shares"). The stockholders have declined to be named in this disclosure statement.

A. In connection with the issuance of the July 2014 Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were accredited investors, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the July 2014 Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the July 2014 Shares, the Company offered to issue the July 2014 Shares to investors at a valuation of $2.70 per share.

D. In connection with the issuance of the July 2014 Shares, the Company issued the July 2014 Shares to investors at a valuation of $2.70 per share.

E. In connection with the issuance of the July 2014 Shares, the Company issued the July 2014 Shares for $2.70 per share and received $32,000 in cash consideration.

F. In connection with the issuance of the July 2014 Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the July 2014 Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.8 Debt Conversion (July 2014). In July 2014, the Company issued a total of 3,976 shares of Common Stock of the Company, valued at $10,735, in connection with conversion of outstanding debt (the "July 2014 Debt Conversion Shares"). The stockholders have declined to be named in this disclosure statement.

A. In connection with the issuance of the July 2014 Debt Conversion Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the July 2014 Debt Conversion Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the July 2014 Debt Conversion Shares, the Company offered to issue the July 2014 Debt Conversion Shares to the debt holder at a conversion rate of $2.70 per share.

D. In connection with the issuance of the July 2014 Debt Conversion Shares, the Company issued the July 2014 Debt Conversion shares to the debt holder at a conversion rate of $2.70 per share.

E. In connection with the issuance of the July 2014 Debt Conversion shares, the Company received no cash consideration.

F. In connection with the issuance of the July 2014 Debt Conversion Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the July 2014 Debt Conversion Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.9 Exercise of Warrants (July to August 2014). In July to August 2014, the Company issued 55,650 shares of Common Stock for $75,128 in cash (the "July to August Warrant Shares"), pursuant to the exercise of warrants previously issued. The recipients of the July to August Warrant Shares have declined to be named in this disclosure statement.

A. In connection with the issuance of the July to August Warrant Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were employees or consultants or former employees and former consultants of the Company.

B. In connection with the issuance of the July to August Warrant Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the July to August Warrant Shares, the Company offered to issue 55,650 shares of Common Stock at the $1.35 exercise price of the warrants.

D. In connection with the issuance of the July to August Warrant Shares, the Company issued 55,650 shares of Common Stock.

E. In connection with the issuance of the July to August Warrant Shares, the July to August Warrant Shares were issued at $1.35 per Warrant Share, and the Company received $1.35 per Warrant Share for total consideration of $75,128.

F. In connection with the issuance of the July to August Warrant Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the April Service Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.10 Shares of Common Stock for Services (August 2014). In August 2014, the Company issued 50,000 shares of Common Stock of the Company to professional service companies valued at $122,500 or $2.45 per share (the "August 2014 Service Shares"). The service companies have declined to be named in this disclosure statement.

A. In connection with the issuance of the August 2014 Service Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the August 2014 Service Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the August 2014 Service Shares, the Company offered to issue 50,000 Shares for $2.45 per share.

D. In connection with the issuance of the August 2014 Service Shares, the Company issued the 50,000 August 2014 Service Shares for $2.45 per share Company and received $122,500 in services.

E. In connection with the issuance of the August 2014 Service Shares, the Company issued the 50,000 August 2014 Service Shares for $2.45 per share Company and received $122,500 in services.

F. In connection with the issuance of the August 2014 Service Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the August 2014 Service Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.11 Shares of Series A Preferred Stock (July and August 2014). During the months July and August 2014, the Company issued 16,667 shares of Series A Preferred Stock of the Company at $6.00 per share to individuals for $100,002 in cash (the "July and August Preferred Shares"). The preferred Series A shares carry an 8% interest preferred dividend. In addition to their preferred dividends, the holders of preferred shares are entitled to participate in their pro rata share of

1.0% of the gross revenues of the Company commencing 90 days from the date of issuance of the preferred shares and continuing as long as the preferred shares are outstanding. The stockholders have declined to be named in this disclosure statement.

A. In connection with the issuance of the July and August Preferred Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were accredited investors, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the July and August Preferred Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the July and August Preferred Shares, the Company offered to issue the July and August Preferred Shares to investors at a valuation of $6.00 per share.

D. In connection with the issuance of the July and August Preferred Shares, the Company issued the July and August Preferred Shares to investors at a valuation of $6.00 per share.

E. In connection with the issuance of the July and August Preferred Shares, the Company issued the July and August Preferred Shares for $6.00 per share and received $100,002 in cash consideration.

F. In connection with the issuance of the July and August Preferred Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the July and August Preferred Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.12 Shares of Common Stock for Services (November 2014). In November 2014, the Company issued 17,840 shares of Common Stock of the Company to professional service companies valued at $17,840 or $1.00 per share (the "November 2014 Service Shares"). The service companies have declined to be named in this disclosure statement.

A. In connection with the issuance of the November 2014 Service Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the November 2014 Service Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the November 2014 Service Shares, the Company offered to issue 17,840 Shares for $1.00 per share.

D. In connection with the issuance of the November 2014 Service Shares, the Company issued the 17840 November 2014 Service Shares for $1.00 per share Company and received $17,840 in services.

E. In connection with the issuance of the November 2014 Service Shares, the Company issued the 17,840 November 2014 Service Shares for $1.00 per share Company and received $17,840 in services.

F. In connection with the issuance of the November 2014 Service Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the November 2014 Service Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.13 Shares of Common Stock (October to December 2014). Between October and December of 2014, the Company issued 573,836 shares of Common Stock of the Company at $1.00 per share to individuals for $573,836 in cash (the "October to December 2014 Shares"). The stockholders have declined to be named in this disclosure statement.

A. In connection with the issuance of the October to December 2014 Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were accredited investors, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the October to December 2014 Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the October to December 2014 Shares, the Company offered to issue the October to December 2014 Shares to investors at a valuation of $1.00 per share.

D. In connection with the issuance of the October to December 2014 Shares, the Company issued the October to December 2014 Shares to investors at a valuation of $1.00 per share.

E. In connection with the issuance of the October to December 2014 Shares, the Company issued the October to December 2014 Shares for $1.00 per share and received $32,000 in cash consideration.

F. In connection with the issuance of the October to December 2014 Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the October to December 2014 Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.14 Debt Conversion (December 2014). In December 2014, the Company issued a total of 112,542 shares of Common Stock of the Company, valued at $112,542 in connection with conversion of outstanding debt (the "December 2014 Debt Conversion Shares"). The stockholders have declined to be named in this disclosure statement.

A. In connection with the issuance of the December 2014 Debt Conversion Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the December 2014 Debt Conversion Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the December 2014 Debt Conversion Shares, the Company offered to issue the December 2014 Debt Conversion Shares to the debt holder at a conversion rate of $1.00 per share.

D. In connection with the issuance of the December 2014 Debt Conversion Shares, the Company issued the December 2014 Debt Conversion shares to the debt holder at a conversion rate of $1.00 per share.

E. In connection with the issuance of the December 2014 Debt Conversion shares, the Company received no cash consideration.

F. In connection with the issuance of the December 2014 Debt Conversion Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the December 2014 Debt Conversion Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.15 Exercise of Warrants (October to December 2014). Between October and December 2014, the Company issued 523,979 shares of Common Stock for $523,979 in cash (the "October to December Warrant Shares"), pursuant to the exercise of warrants previously issued. The recipients of the October to December Warrant Shares have declined to be named in this disclosure statement.

A. In connection with the issuance of the October to December Warrant Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were employees or consultants or former employees and former consultants of the Company.

B. In connection with the issuance of the October to December Warrant Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the October to December Warrant Shares, the Company offered to issue 523,979 shares of Common Stock at the $1.00 exercise price of the warrants.

D. In connection with the issuance of the October to December Warrant Shares, the Company issued 523,979 shares of Common Stock.

E. In connection with the issuance of the October to December Warrant Shares, the October to December Warrant Shares were issued at $1.00 per Warrant Share, and the Company received $1.00 per Warrant Share for total consideration of $523,979.

F. In connection with the issuance of the October to December Warrant Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the April Service Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.22 Shares of Common Stock (February 2015 Employees). In February 2015, the Company issued 67,232 shares of Common Stock of the Company at $1.00 per share to certain employees of the Company valued at $67,232 (the "February 2015 Employee Shares"). The stockholders have declined to be named in this disclosure statement.

A. In connection with the issuance of the February 2014 Employee Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were accredited investors, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the February 2015 Employee Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the February 2015 Employee Shares, the Company offered to issue the February 2014 Employee Shares to certain employees at a valuation of $1.00 per share.

D. In connection with the issuance of the February 2015 Employee Shares, the Company issued the February 2015 Employee Shares to certain employees at a valuation of $1.00 per share.

E. In connection with the issuance of the February 2015 Employee Shares, the Company issued the February 2014 Employee Shares for $1.00 per share prior service valued at $67,232.

F. In connection with the issuance of the February 2015 Employee Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the February 2015 Employee Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.23 Exercise of Warrants (January through June 2015). Between January and June 2015, the Company issued 401,946 shares of Common Stock valued at $401,946 for loan inducement (the "January to February Common Shares"). The recipient of the Warrant Shares has declined to be named in this disclosure statement.

A. In connection with the issuance of the October to December Common Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were employees or consultants or former employees and former consultants of the Company.

B. In connection with the issuance of the January to June Common Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the January to June Common Shares, the Company offered to issue 401,946 shares of Common Stock at the $1.00 exercise price of the warrants.

D. In connection with the issuance of the January to June Common Shares, the Company issued 401,946 shares of Common Stock.

E. In connection with the issuance of the January to June Common Shares, the January to February Common Shares were issued valued at $1.00 per Common Share, and the Company recorded an expense related to the loan inducement valued at $401,946.

F. In connection with the issuance of the January to June Common Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the January to June Common Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.24 Shares of Common Stock (February to April 2015). Between February and April 2015, the Company issued 38,000 shares of Common Stock of the Company at $1.00 per share for $38,000 in cash (the "$1.00 Shares"). The stockholder has declined to be named in this disclosure statement.

A. In connection with the issuance of the $1.00 Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were accredited investors, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the $1.00 Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the $1.00 Shares, the Company offered to issue the $1.00 Shares to a qualified investor at a valuation of $1.00 per share.

D. In connection with the issuance of the $1.00 Shares, the Company issued the $1.00 Shares to a qualified investor at a valuation of $1.00 per share.

E. In connection with the issuance of the $1.00 Shares, the Company issued the $1.00 Shares for $1.00 per share and received $38,000 in cash consideration.

F. In connection with the issuance of the $1.00 Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the $1.00 Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.25 Shares of Common Stock for Services (March 2015). In March 2015, the Company issued 56,611 shares of Common Stock of the Company to professional service companies valued at $56,611 or $1.00 per share (the "March 2015 Service Shares"). The service companies have declined to be named in this disclosure statement.

A. In connection with the issuance of the March 2015 Service Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the March 2015 Service Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the March 2015 Service Shares, the Company offered to issue 56,611 Shares for $1.00 per share.

D. In connection with the issuance of the March 2015 Service Shares, the Company issued the 56,611 March 2015 Service Shares for $1.00 per share Company and received $56,611 in services.

E. In connection with the issuance of the March 2015 Service Shares, the Company issued the 56,611 March 2015 Service Shares for $1.00 per share Company and received $56,611 in services.

F. In connection with the issuance of the March 2015 Service Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the March 2015 Service Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.26 Shares of Common Stock for Services (May and June 2015). In May 2015, the Company issued 115,000 shares of Common Stock and in June 2015, the Company issued 145,000 of Common Stock of the Company to professional service companies valued at $260,000 or $1.00 per share (the "May and June 2015 Service Shares"). The service companies have declined to be named in this disclosure statement.

A. In connection with the issuance of the May and June 2015 Service Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the May and June 2015 Service Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the May and June 2015 Service Shares, the Company offered to issue 260,000 Shares for $1.00 per share.

D. In connection with the issuance of the May and June 2015 Service Shares, the Company issued the 260,000 May and June 2015 Service Shares for $1.00 per share Company and received $260,000 in services.

E. In connection with the issuance of the May and June 2015 Service Shares, the Company issued the 260,000 May/June 2015 Service Shares for $1.00 per share Company and received $260,000 in services.

F. In connection with the issuance of the May and June 2015 Service Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the May and June 2015 Service Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.27 Shares of Common Stock for Cash (April through December 2015). Beginning in the second quarter of 2015 through the end of 2015, the Company issued 1,705,195 shares (the "Unit Shares") of Common Stock at a price of $.50 per share with 1,705,195 Common Stock Purchase Warrants (the "Warrants") exercisable at a price of $1.00 per share expiring three years from the date of issue (the Units Shares and the Unit Warrants are collectively referred to as the "Units"). The purchasers of the Units have declined to be named in this disclosure statement.

A. In connection with the issuance of the Units, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the Units, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the Unit Warrants, the Company offered to issue the Warrants for $1.00 per share.

D. In connection with the issuance of the Units, the Company issued the 1,705,195 Unit Shares and 1,705,195 Unit Warrants.

E. In connection with the issuance of the Units, the Company issued the 1,705,195 Unit Shares at a price of $.50 per Units Share for a total of $788,268 in cash and $64,330 in consideration of forgiveness of Company debt.

F. In connection with the issuance of the Units, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the Units, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.28 Shares of Common Stock for Cash (September 2015). In September 2015, the Company issued 250,000 shares (the "September 2015 Unit Shares") of Common Stock at a price of $.50 per share with 250,000 Common Stock Purchase Warrants (the "September 2015 Warrants") exercisable at a price of $.50 per share expiring three years from the date of issue (the September 2015 Unit Shares and the September 2015 Warrants are collectively referred to as the "September 2015 Units"). The purchaser of the Units has declined to be named in this disclosure statement.

A. In connection with the issuance of the September 2015 Units, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the September 2015 Units, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the September 2015 Units, the Company offered 250,000 September 2015 Unit Shares and 250,000 September 2015 Warrants.

D. In connection with the issuance of the September 2015 Units, the Company issued the 250,000 Unit Shares and 250,000 September 2015 Warrants.

E. In connection with the issuance of the September 2015 Units, the Company issued the 250,000 September 2015 Unit Shares at a price of $.50 per September 2015 Unit Shares for a total of $125,000.

F. In connection with the issuance of the September 2015 Units, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the September 2015 Units, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.29 Shares of Common Stock for Services (October 2015). In October 2015, the Company issued 13,281 shares of Common Stock for services valued at $6,641 or $.50 per share (the "October 2015 Service Shares"). The service providers have declined to be named in this disclosure statement.

A. In connection with the issuance of the October 2015 Service Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the October 2015 Service Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the October 2015 Service Shares, the Company offered to issue 13,281 Shares for $.50 per share.

D. In connection with the issuance of the October 2015 Service Shares, the Company issued the 13,281 October 2015 Service Shares for $.50 per share Company and received $6,641 in services.

E. In connection with the issuance of the October 2015 Service Shares, the Company issued the 13,281 October 2015 Service Shares for $.50 per share Company and received $6,641 in services.

F. In connection with the issuance of the October 2015 Service Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the October 2015 Service Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.30 Shares of Series A Preferred Stock (February and July 2015). In February 2015 and July 205 the Company issued 32,000 shares and 5,000 shares, respectively, of Series A Preferred Stock of the Company at $6.00 per share to individuals for $222,000 in cash (the "2015 Preferred Shares"). The Preferred Series A shares carry an 8% preferred dividend. In addition to their preferred dividends, the holders of preferred shares are entitled to participate in their pro rata share of 1.0% of the gross revenues of the Company continuing as long as the Preferred shares are outstanding. The stockholders have declined to be named in this disclosure statement.

A. In connection with the issuance of the 2015 Preferred Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were accredited investors, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the 2015 Preferred Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the 2015 Preferred Shares, the Company offered to issue the 2015 Preferred Shares to investors at a valuation of $6.00 per share.

D. In connection with the issuance of the 2015 Preferred Shares, the Company issued the 2015 Preferred Shares to investors at a valuation of $6.00 per share.

E. In connection with the issuance of the 2015 Preferred Shares, the Company issued the 2015 Preferred Shares for $6.00 per share and received $222,000 in cash consideration.

F. In connection with the issuance of the 2015 Preferred Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the 2015 Preferred Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.31 Issuance of Convertible Debt and Warrants (April and August 2015). In April and August 2015, the Company issued Convertible Promissory Notes in the principal amounts of $130,000, bearing interest at the rate of 12% per annum and convertible at $.50 per share and $125,000 convertible at $1.00 per share, respectively (the "Convertible Notes"), and two Common Stock Purchase Warrants associated with each Convertible Note to purchase 650,000 shares of Common Stock at an exercise price of $.50 per share for loan inducement (the "April 2015 Warrant") and another to purchase 250,000 shares of Common Stock at an exercise price of $1.00 (the "August 2015 Warrant"). The recipient of these securities has declined to be named in this disclosure statement.

A. In connection with the issuance of the Convertible Notes, the April 2015 Warrant, and the August 2015 Warrant, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were employees or consultants or former employees and former consultants of the Company.

B. In connection with the issuance of the Convertible Notes, the April 2015 Warrant, and the August 2015 Warrant, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the Convertible Notes, the April 2015 Warrant, and the August 2015 Warrant, the Company offered to issue 1,285,000 shares of Common Stock at the respective conversion rates and exercise prices.

D. In connection with the issuance of the Convertible Notes, the April 2015 Warrant, and the August 2015 Warrant, the Company issued no shares of Common Stock.

E. In connection with the issuance of the Convertible Notes, the April 2015 Warrant, and the August 2015 Warrant, the Company received total loan proceeds of $255,000.

F. In connection with the issuance of the June 2015 Warrant, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the Convertible Notes, the April 2015 Warrant, and the August 2015 Warrant, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.32 Issuance of Warrants (June 2015). In June 2015, the Company issued a Common Stock Purchase Warrant to purchase 1,000,000 shares of Common Stock at an exercise price of $.50 per share for loan inducement (the "June 2015 Warrant"). The June 2015 Warrant was issued in lieu of stated interest on the loan. The recipient of the June 2015 Warrant has declined to be named in this disclosure statement.

A. In connection with the issuance of the June 2015 Warrant, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were employees or consultants or former employees and former consultants of the Company.

B. In connection with the issuance of the June 2015 Warrant, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the June 2015 Warrant, the Company offered to issue 1,000,000 shares of Common Stock at the $.50 exercise price of the June 2015 Warrant.

D. In connection with the issuance of the June 2015 Warrant, the Company issued no shares of Common Stock.

E. In connection with the issuance of the June 2015 Warrant, the Company received loan proceeds of $176,800.

F. In connection with the issuance of the June 2015 Warrant, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the June 2015 Warrant, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.33 Issuance of Convertible Note and Conversion of Note to Shares (January 2015 and March 2016). In January 2015, the Company agreed to rescind the purchase of 16,667 shares of Series A Preferred Stock and issued a Convertible Promissory Note in the principal amount of $100,000 (the "January 2015 Convertible Note"), bearing interest at 8% per annum and convertible into shares of Common Stock (the "Conversion Shares") at the five-day average closing price of the Common Stock prior to conversion but in no event less than $.50 per share. In March 2016, the principal of the January 2015 Convertible Note and all accrued interest totaling $18,889 were converted into 237,778 Conversion Shares. The recipient of the January 2015 Convertible Note and the Conversion Shares has declined to be named in this disclosure statement.

A. In connection with the issuance of the January 2015 Convertible Note and the Conversion Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were employees or consultants or former employees and former consultants of the Company.

B. In connection with the issuance of the January 2015 Convertible Note and the Conversion Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the January 2015 Convertible Note, the Company offered to issue up to 200,000 shares of Common Stock upon conversion of the principal of the January 2015 Convertible Note and such additional amount of interest accrued at the time of conversion at the same conversion rate, which interest totaled $18,889 on the date of the conversion for 37,778 Conversion Shares.

D. In connection with the issuance of the January 2015 Convertible Note, the Company issued 237,778 shares of Common Stock.

E. In connection with the issuance of the January 2015 Convertible Note and the Conversion, the Company received no cash proceeds.

F. In connection with the issuance of the January 2015 Convertible Note and the Conversion Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the January 2015 Convertible Note and the Conversion Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.34 Shares of Common Stock for Cash (January through March 2016). In the first quarter of 2016, the Company issued 256,594 shares (the "2016 Q-1 Unit Shares") of Common Stock at a price of $.50 per share with 256,594 Common Stock Purchase Warrants (the "2016 Q-1 Unit Warrants") exercisable at a price of $1.00 per share expiring three years from the date of issue (the 2016 Q-1 Unit Shares and the 2016 Q-1 Unit Warrants are collectively referred to as the "2016 Q-1 Units"). The purchasers of the 2016 Q-1 Units have declined to be named in this disclosure statement.

A. In connection with the issuance of the 2016 Q-1 Units, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the 2016 Q-1 Units, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the 2016 Q-1 Unit Warrants, the Company offered to issue the Warrants for $1.00 per share upon exercise thereof.

D. In connection with the issuance of the 2016 Q-1 Units, the Company issued 256,594 2016 Q-1 Unit Shares and 256,594 2016 Q-1 Unit Warrants.

E. In connection with the issuance of the 2016 Q-1 Units, the Company issued the 256,594 2016 Q-1 Unit Shares at a price of $.50 per share for a total of $128,297 in cash.

F. In connection with the issuance of the 2016 Q-1 Units, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the 2016 Q-1 Units, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.35 Shares of Common Stock for Services (February 2016). In February 2016, the Company issued 150,000 shares of Common Stock for services valued at $75,000 or $.50 per share (the "February 2016 Service Shares"). The service provider has declined to be named in this disclosure statement.

A. In connection with the issuance of the February 2016 Service Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the February 2016 Service Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the February 2016 Service Shares, the Company offered to issue 150,000 February 2016 Service Shares for $.50 per share.

D. In connection with the issuance of the February 2016 Service Shares, the Company issued the 150,000 February 2016 Service Shares for $.50 per share Company and received $75,000 in services.

E. In connection with the issuance of the February 2016 Service Shares, the Company issued the 150,000 February 2016 Service Shares for $.50 per share Company and received $75,000 in services.

F. In connection with the issuance of the February 2016 Service Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the February 2016 Service Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.36 Shares of Common Stock for Cash (March 2016). In March 2016, the Company issued 200,000 shares (the "March 2016 Shares") of Common Stock at a price of $.50 per share with 400,000 Common Stock Purchase Warrants (the "March 2016 Warrants") exercisable at a price of $.50 per share expiring ten years from the date of issue (the March 2016 Shares and the March 2016 Warrants are collectively referred to as the "March 2016 Units"). The purchaser of the March Units has declined to be named in this disclosure statement.

A. In connection with the issuance of the March 2016 Q-1 Units, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offering and sale was made to one person and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the March 2016 Q-1 Units, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the March 2016 Warrants, the Company offered to issue the Warrants for $.50 per share upon exercise thereof.

D. In connection with the issuance of the March 2016 Units, the Company issued 200,000 March 2016 Shares and 400,000 March 2016 Warrants.

E. In connection with the issuance of the March 2016 Units, the Company issued the 200,000 March 2016 Shares at a price of $.50 per share for a total of $100,000 in cash.

F. In connection with the issuance of the March 2016 Q-1 Units, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the March 2016 Units, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.37 Shares of Common Stock for Cash (May through June 2016). In the second quarter of 2016, the Company issued 80,000 shares (the "2016 Q-2 Unit Shares") of Common Stock at a price of $.50 per share with 80,000 Common Stock Purchase Warrants (the "2016 Q-2 Unit Warrants") exercisable at a price of $1.00 per share expiring t2hree years from the date of issue (the 2016 Q-2 Unit Shares and the 2016 Q- Unit Warrants are colle2tively referred to as the "2016 Q-2 Units"). The purchasers of the 2016 Q-1 Units have declined to be named in this disclosure statement.

A. In connection with the issuance of the 2016 Q-2 Units, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the 2016 Q-2 Units, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the 2016 Q-2 Unit Warrants, the Company offered to issue the Warrants for $1.00 per share upon exercise thereof.

D. In connection with the issuance of the 2016 Q-2 Units, the Company issued 80,000 2016 Q-2 Unit Shares and 80,000 2016 Q-2 Unit Warrants.

E. In connection with the issuance of the 2016 Q-2 Units, the Company issued the 80,000 2016 Q-2 Unit Shares at a price of $.50 per share for a total of $40,000 in cash.

F. In connection with the issuance of the 2016 Q-2 Units, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the 2016 Q-2 Units, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.38 Shares of Common Stock for Cash (June 2016). In the second quarter of 2016, the Company issued 86,540 shares (the "June 2016 Unit Shares") of Common Stock at a price of $.45 per share with 78,086 Common Stock Purchase Warrants (the "June 2016 Unit Warrants") exercisable at a price of $1.00 per share expiring three years from the date of issue (the June 2016 Unit Shares and the June 2016 Unit Warrants are collectively referred to as the "June 2016 Units"). The purchaser of the June 2016 Units has declined to be named in this disclosure statement.

A. In connection with the issuance of the June 2016 Units, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the June 2016 Units, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the June 2016 Unit Warrants, the Company offered to issue the Warrants for $1.00 per share upon exercise thereof.

D. In connection with the issuance of the June 2016 Units, the Company issued 86,540 June 2016 Unit Shares and 78,086 June 2016 Unit Warrants.

E. In connection with the issuance of the June 2016 Units, the Company issued the 86,540 June 2016 Unit Shares at a price of $.45 per share for a total of $38,943 in cash.

F. In connection with the issuance of the June 2016 Units, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the June 2016 Units, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.39 Shares of Common Stock for Services (June 2016). In June 2016, the Company issued 690,000 shares of Common Stock for services valued at $345,000 or $.50 per share (the "June 2016 Service Shares"). The service provider has declined to be named in this disclosure statement.

A. In connection with the issuance of the June 2016 Service Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the June 2016 Service Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the June 2016 Service Shares, the Company offered to issue 690,000 June 2016 Service Shares for $.50 per share.

D. In connection with the issuance of the June 2016 Service Shares, the Company issued the 690,000 June 2016 Service Shares for $.50 per share Company and received $345,000 in services.

E. In connection with the issuance of the June 2016 Service Shares, the Company issued the 690,000 June 2016 Service Shares for $.50 per share Company and received $345,000 in services.

F. In connection with the issuance of the June 2016 Service Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the June 2016 Service Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.40 Issuance of Convertible Debt and Warrants (April 2016). In April 2016, the Company issued Convertible Promissory Notes in the principal amounts of $5,000, bearing interest at the rate of 12% per annum, maturing on October 1, 2016, and convertible at at $1.00 per share (the "April 2016 Convertible Notes"), and Common Stock Purchase Warrants associated with each such note to purchase a total of 5,000 shares of Common Stock at an exercise price of $1.00 per share for loan inducement (the "April 2016 Warrants"). The recipients of these securities has declined to be named in this disclosure statement.

A. In connection with the issuance of the April 2016 Convertible Notes and the April 2016 Warrants, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were employees or consultants or former employees and former consultants of the Company.

B. In connection with the issuance of the April 2016 Convertible Notes and the April 2016 Warrants, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the April 2016 Convertible Notes and the April 2016 Warrants, the Company offered to issue 10,000 shares of Common Stock at the respective conversion rates and exercise prices.

D. In connection with the issuance of the April 2016 Convertible Notes and the April 2016 Warrants, the Company issued no shares of Common Stock.

E. In connection with the issuance of the April 2016 Convertible Notes and the April 2016 Warrants, the Company received total loan proceeds of $5,000.

F. In connection with the issuance of the April 2016 Convertible Notes and the April 2016 Warrants, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the April 2016 Convertible Notes and the April 2016 Warrants, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

5. Financial Statements

Attached hereto as Exhibit "A" are the Company's financial statements for the six months ended June 30, 2016 including (A) Unaudited Consolidated Balance Sheets as of June 30, 2016 and December 31, 2015, (B) Unaudited Consolidated Statements of Operations for the six months ended June 30, 2016 and 2015, (C) Unaudited Consolidated Statements of Cash Flows for the six months ended June 30, 2016 and 2015, and (D) Notes to Financial Statements.

6. Describe the issuer's Business, Products, and Services

A. **Description of the Issuer's Business Operations:**

Business Summary

The Company is both a consumer-direct indirect distributor of non-GMO (Genetically Modified Organisms) natural and organic foods in the United States. Foods and merchandise distributed indirectly is done through a network of independent non-stocking distributors, or "Health Merchants" built on the GreenPolkaDotBox.com online shopping platform. The platform was launched in December 2011 and through which is offered a wide array of healthy, natural, organic and specialty foods, and other products at low customer prices. The network of online wholesale stores called Health Merchants that are powered by Green PolkaDot Box is growing. As of the date of this report the number totals 281, though the Company is still conducting a beta test of the Health Merchant platform.

The Company's mission is to provide a complete selection of nutrient-dense clean food and products to consumers at the lowest possible price and to educate all customers about the links between a nutrition-poor diet and chronic disease.

The Company purchases the majority of its merchandise directly from manufacturers, producers, and farmers and route it to our warehouses with the aim of maximizing handling efficiencies and eliminating many of the costs associated with traditional multiple-step distribution channels. Such traditional steps include purchasing from distributors as opposed to manufacturers and the use of central receiving, storing, and distributing warehouses.

"Buying Collective"

The Company's business model is based on creating a powerful buying collective. A "buying collective" is a group of consumers with similar purchasing needs and requirements that uses the leverage of its group size to influence the quality and pricing of the products it seeks to purchase. Green PolkaDot Box has carefully select name brand and trusted vendors that offer a wide variety of fresh and packaged foods and products at bargain prices.

Health-Conscious Products

We are dedicated to offering our customers products that are clean and safe. We not only use our collective bargaining power to be selective in the products we offer but use such influence to require our vendors to sell us "CLEAN" food. CLEAN food certified organic foods of all varieties that are third party verified to be free of genetically modified organisms ("GMO").

We aim to protect our consumers by insisting that food production is designed to exclude derivatives from GMO food crops and from dairy products injected with genetically modified growth hormone. In addition, we seek to exclude meat from animals fed from GMO feed. Our "buying collective" intends to only partner with vendors who provide certified organic animal proteins or 100% wild-caught or grass-fed animals.

We endeavor, when possible, to work exclusively with manufacturers and growers that produce certified organic foods. Our objective pertaining to clean organic food is not only intended to protect consumers but to provide a large customer base and reward those providers that offer "clean food." By incentivizing providers to produce "clean food," we support and protect the labor and economic investment of providers who produce "organic" and "clean food."

Customers

Our commitment to providing "clean food" to our customers is a quality that is intended to capture the purchasing loyalty of health-minded consumers across the country. As of June 30, 2016, GPDB has approximately 27,000 registered customers, of which approximately 14,500 have placed at least one order. Our customer continues to grow through our marketing efforts and customer referral programs. In order to create awareness of our operations, we have partnered with numerous national organizations whose customers in aggregate represent large numbers of health- conscious people that would benefit from joining our buying collective. With the advent of the Health Merchant stores, scheduled to launch in late 2016, the Company anticipates its marketing reach will extend to approximately 45,000,000 customers.

Supplier Relationships

We have direct purchase agreements with hundreds of manufacturers of organic and natural foods and products. Direct purchasing agreements allow us to cut out certain costs that are embedded in the traditional supply chain. Typically, a retailer purchases its inventory through a wholesaler. The wholesaler purchases the products from a distributor, which distributor purchases the products directly from the manufacturer. The traditional model requires the consumer to bear the burden of multiple mark-ups. Our model seeks to change these inefficiencies by cutting out the middle-men in the traditional distribution channel.

Because of high sales volume and rapid inventory turnover, we generally sell inventory before we are required to pay many of our suppliers, even though we take advantage of early payment discounts when available. To the extent that sales increase and inventory turnover becomes more rapid, a greater percentage of inventory is expected to be financed through payment terms provided by suppliers rather than by working capital.

Advanced Logistics

At June 30, 2016, we owned approximately $254,000 in paid inventory, which is held in our approximately 40,000 square foot warehouse located in Mount Pleasant, Utah. This inventory is managed by an advanced warehouse management and delivery system that capitalizes on efficiencies of the Internet and a state-of-the-art online ordering system.

Our website orders come through an e-commerce platform called Magento Enterprise. The order is transferred in real time to our warehouse management system called WISE, provided by Royal 4 Systems, Inc. We run a batch picking methodology in the warehouse. As the orders come into WISE, they are batched to picking carts. The batches of orders are sorted by pick location. All orders are picked and placed on the cart. The cart is sectioned off with each order having its own section. Once the orders have been picked, the cart is taken over to a verification station. The operator of the station scans the order number into WISE and starts the verification process. Each item in the warehouse has a scan-able UPC code. The operator scans each item associated with each order. If the item does not belong in the order, an error comes up and the operator is alerted. Once all items have been successfully scanned and verified, the order is transferred over to a pack- out station. All of the items for that order are wrapped, boxed, void- filled and processed through our shipping software, which shipping and software is provided by FedEx. Once the order is shipped, the tracking information from FedEx is fed back to WISE and the shipment is completed. WISE then transfers the tracking information back to Magento and Magento sends out a shipping email to the customer with the tracking number and other information.

Website and Consumer Tools

The Company's website, www.greenpolkadotbox.com, offers an expansive selection of frozen/refrigerated and packaged foods and other products geared towards health-conscious customers. Because the Company has leveraged relationships with vendors, we are able to provide our customers with a wide variety of products in a single purchasing platform. Furthermore, our website provides customers with time-saving tools which use advanced software that enables consumers to sort through large inventory and customize their selections based upon their dietary needs, brand preferences and product type. Our website also boasts volumes of educational content that allows customers to understand the impact of food on their bodies and the benefits they can get from the healthy food available on our website.

Customer Services Center

Our Legendary Customer Service staff, currently consisting of two full and one part-time employees, is trained and dedicated to providing high levels of service with the aim of developing a stronger sense of loyalty in the customer base. Our staff is also dedicated to researching the best prices available to consumers. When the customer services staff is not providing service to our customers they are tracking the highs and lows of market prices for the products we carry so that we can ensure that we provide lower prices. Furthermore, we employ a full-time staff customer dedicated to thoroughly vetting products offered or to be offered to our customers by scrutinizing the dietary contents and ingredients of the products, as well as seeking verification of ingredient content.

"Living Produce"

The Company has acquired 40-acres of land in Sanpete County, Utah to develop a Living Produce® growing center. Our intention is to expand the benefits of the buying collective by giving customers the ability to purchase fresh produce: superior to organically grown produce, at wholesale prices. Similar to the packaged food business segment, we intend to use the leverage of our buying collective to provide high-quality Living Produce at a discounted price to our Customers. In anticipation of the Living Produce launch, we have developed an innovative system for shipping packaged goods and fresh-harvested Living Produce in a specially packed box.

Competition

The organic and natural food and products industry is highly competitive. Consumers have many choices in the club or customer retailer industry. Our largest competition comes from customer warehouses or other buying collectives such as Costco, Walmart's Sam's Club and BJ's. We also compete with smaller regional and local retailers of organic, natural, gourmet and other specialty foods that focus on health-conscious consumers such as The Good Earth, Whole Foods and Trader Joe's. Other competitive forces include conventional retail grocery stores.

We believe that our mission to provide low-cost products within a specific food category, natural and organic, gives us a competitive advantage over customer warehouses that do not have the variety, selection and exclusivity that targets health conscious consumers. We carefully research the current market prices of well-known retail merchants, including online stores, for all the products in our customer offering and then price those products at an average of 10%-15% below the lowest competitive prices found.

We believe that competitive pricing will generate greater customer loyalty, which in turn will increase the customer base and product turnover.

We believe that we have a substantial competitive advantage over competitors who wish to enter the buying collective and/or health-conscious product market. We believe that it could take approximately 18 to 24 months for a competitor to launch a similar website. The primary reason for such a barrier to entry is that a potential competitor would have to invest a great deal of time to develop: (i) sales channel alliances; (ii) buying agreements with nationally recognized food manufacturers and farmers; (iii) distribution and fulfillment facilities; and (iv) efficient logistics systems. However, if a competitor could survive the time investment, we believe we could benefit because the emergence of other websites in our space would serve to validate the business category.

Sales and Marketing

To date substantially all sales and marketing have been through marketing agreements with national organizations such as the Organic Consumers Association, the Hippocrates Health Institute, the Natural Solutions Foundation, Citizens for Health, the National Health and Wellness

Club, Natural News and Mission Possible many of which were formed specifically to raise awareness and to create a coalition of people that are interested in healthy lifestyles and dietary consciousness. In addition, we offer an incentive program that rewards current customer for referring new customers to the buying collective. Our rewards program, called "PolkaDot Rewards," enables customers to earn points on purchases of customers they refer, which points can be used to reduce or even eliminate the cost of products they purchase.

We intend to broaden the scope of our marketing campaigns through a growing network of Health Merchants.

Government Regulations

Our warehouse operations and the products that we sell in the United States are subject to regulation by state and local health departments, the USDA and the United States Food and Drug Administration, which generally impose standards for product quality and sanitation and are responsible for the administration of bioterrorism legislation. Our warehouse has not yet been subject to an inspection but we anticipate that such an inspection will occur once annually by state or federal authorities.

We believe that we are in material compliance with all federal, provincial, state and local laws applicable to our operations.

Intellectual Property

We have submitted two trademark applications intended to protect our name and logo. We license software used in our warehouse facility under non-exclusive license agreements that are generally non-transferable and have a perpetual term. When necessary we endeavor to enter into agreements with our employees and contractors and with parties with whom we do business in order to limit access to and disclosure of any proprietary information and production processes.

Employees

As of August 22, 2016, we had eight employees, seven of whom are full-time employees and one of whom is a part-time employee.

7. Describe the Issuer's Facilities Principal Executive Offices

Our principal executive offices are located at a facility located at 1450 South Blackhawk Boulevard, Mount Pleasant, Utah 84647 and consisting of 6,000 square feet of general office space approximately 34,000 square feet of warehouse and distribution space, which is leased from William Roberts, a member of the Board of Directors, for a base rent of $6,500 per month. The Mt. Pleasant lease expires on September 30, 2016.

The Company also leases a 20,000 square foot commercial building located at 198 Old Federal Road S.E., Cleveland, Tennessee 37323 (the "Tennessee Property") for use as a distribution center, but the Tennessee Property has not yet been renovated for its intended use; we must pay for the improvements necessary for the Tennessee Property to function as a distribution center. The lease for the Tennessee Property provides for a base rent of $1,625 per month and expires November 30, 2018. We have the right to purchase the Tennessee Property, and the landlord has the right to require us to purchase the Tennessee Property for a purchase price equal to $600,000 plus any additional amount mutually agreed upon

8. Officers, Directors, and Control Persons

A. Names of Officers, Directors, and Control Persons

(i) Officers:

President and Chief Executive Officer - Rod A. Smith

Chief Financial Officer – Rod A. Smith

Secretary – Andrew Smith

(ii) Directors:

Rod A. Smith

Andrew Smith

William Roberts

(iii) Control Persons:

Rod A. Smith

William Roberts

Robert W. Corl

Andrew Smith

B. Legal/Disciplinary History

None of the persons named in Item 8(A) above has been the subject of: (1) a conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses; (2) the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities; (3) a finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended or vacated; or (4) the entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

C. Beneficial Shareholders

Below is a list of the persons beneficially owning more than 10% of any class of the issuer's equity securities as of June 30, 2016:

Beneficial Owner	**Amount of Beneficial Ownership (1)**	**Percentage Beneficially Owned (1)**
Rod Smith (2) 1450 S. Blackhawk Drive Mount Pleasant, Utah 84647	7,791,166	35.4%
William Roberts (3) 1450 S. Blackhawk Drive Mount Pleasant, Utah 84647	12,734,293	41.5%
Robert Corl (4) 1450 S. Blackhawk Drive Mount Pleasant, Utah 84647	7,844,573	32.0%

(1) Based upon 18,104,200 shares of Common Stock outstanding as of June 30, 2016.

(2) Includes (i) 50,816 shares of Common Stock held by Rod Smith, (ii) 76 shares of Common Stock held by Regina Smith, Rod Smith's spouse, (iii) 2,825,165 shares of Common Stock held by Smith Family Trust, (iv) 1,036,860 shares of Common Stock held by Gary H. Smith Trust, DTD 10/14/15, (v) 463,750 shares of Common Stock underlying incentive stock options held by Rod Smith with an exercise price of $0.67 per share, (vi) 2,814,499 shares of Common Stock underlying warrants held by Rod Smith with an exercise price of $1.00 per share and (vii) 600,000 shares of Common Stock underlying warrants held by Rod Smith with an exercise price of $0.50 per share. Mr. Smith is the trustee of Gary H. Smith Trust, DTD 10/14/15 and in such capacity holds voting and dispositive power of the securities held by such entity. Mrs. Smith is the trustee of Smith Family Trust and in such capacity holds voting and dispositive power of the securities held by such entity.

(3) Includes (i) 185,185 shares of Common Stock, (ii) 7,509,108 shares of Common Stock underlying warrants with an exercise price of $0.50 per share and (iii) 6,103,553 shares of Common Stock underlying debt convertible into shares of the Company's common stock at a price of $0.50 per share in accordance with a Debt Conversion Agreement dated December 31, 2015.

(4) Includes (i) 1,451,110 shares of Common Stock, (ii) 1,400,000 shares of Common Stock underlying warrants with an exercise price of $0.50 per share, (iii) 1,200,000 shares of Common Stock underlying warrants with an exercise price of $-0-, and (iv) 3,793,463 shares of Common Stock underlying debt convertible into shares of the Company's Common Stock at a price of $0.50 per share in accordance with a Debt Conversion Agreement dated December 31, 2015.

9. Third Party Providers

Legal Counsel:	Wilson & Oskam 9110 Irvine Center Drive Irvine, California 92618
Accountant or Auditor:	Mac Accounting Group, LLP 1070 Mecham Lane Midvale, Utah 84047
Investor Relations Consultant:	None
Other Advisor:	None

10.1 Issuer Certification

I, Rod A. Smith, certify that:

1. I have reviewed this annual disclosure statement of Green PolkaDot Box Incorporated (the "Company");

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations, and cash flows of the Company as of, and for, the periods presented in this disclosure statement.

Date: August 22, 2016

/s/ Rod A. Smith
Rod A. Smith, President,
Chief Executive Officer,
and Chief Financial Officer

GREEN POLKADOT BOX INCORPORATED

OTC PINK BASIC DISCLOSURE

EXHIBIT "A"
FINANCIAL STATEMENTS

GREEN POLKADOT BOX INCORPORATED
INDEX TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

Unaudited Consolidated Financial Statements:

GREEN POLKADOT BOX INCORPORATED
CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

	June 30, 2016	December 31, 2015
ASSETS		
Current assets:		
Cash	$ 18,808	$ (36,581)
Accounts receivable	-	2,400
Inventory, net	253,921	753,003
Prepaid assets	-	-
Total current assets	272,729	718,822
Fixed assets, net	707,094	699,500
Security deposits	51,645	51,645
Deferred costs, net	287,835	287,835
Total assets	$ 1,319,303	$ 1,757,802
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities:		
Accounts payable and accrued expenses	$ 2,633,143	$ 1,536,612
Checks drawn in excess of cash	-	-
Convertible notes payable, net of discounts at June 30, 2016 and December 31, 2015, respectively	5,372,368	5,933,874
Convertible notes payable - related party, net of discounts at June 30, 2016 and December 31, 2015, respectively	-	-
Loan payable-other	71,444	205,134
Reward point liability	272,819	272,819
Deferred revenue - annual and club membership	93,087	93,087
Derivative liability	(710,951)	(161,129)
Current portion of long-term debt	5,040	6,280
Current portion of obligation under capital lease	5,397	15,195
Total current liabilities	7,742,347	7,901,872
Loan payable, net of current portion	20,125	23,969
Obligation under capital lease, net of current portion	65,250	55,820
Total long-term liabilities	85,375	79,789
Total liabilities	7,827,722	7,981,661
Stockholders' deficit:		
Common stock; ($.001 par value) 100,000,000 shares authorized, 18,104,200 and 16,450,888 shares issued and outstanding at June 30, 2016 and December 31, 2015, respectively	37,394	16,451
Additional paid in capital	18,264,773	17,474,234
Preferred stock; ($.001 par value) 5,000,000 shares authorized, 194,229 and 194,229 shares issued and outstanding at June 30, 2016 and December 31, 2015, respectively	160,194	194
Accumulated deficit	(24,970,780)	(23,714,738)
Total stockholders' deficit	(6,508,419)	(6,223,859)
Total liabilities and stockholders' deficit	$ 1,319,303	$ 1,757,802

The accompanying notes are an integral part of these financial statements

GREEN POLKADOT BOX INCORPORATED
CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

	Six Months Ended June 30	
	2016	2015
SALES		
Merchandise sales, net of discounts	$ 266,835	$ 875,634
Membership revenue, annual and club	-	-
Membership revenue, founding trust memberships	9,494	6,600
Other	-	-
TOTAL SALES	276,329	882,234
COST OF SALES	595,959	543,982
GROSS PROFIT	(319,630)	338,252
OPERATING EXPENSES		
Wages and professional fees	1,006,836	1,074,614
Advertising, promotion and marketing costs	97,710	278,138
Warehouse expenses and supplies	7,704	43,234
Rent expenses	-	33,249
Depreciation and amortization	52,747	44,527
Loss on disposal of assets	-	-
General and administrative	209,350	545,535
Total Operating Expenses	1,374,347	2,019,297
LOSS FROM OPERATIONS	(1,693,977)	(1,681,045)
OTHER INCOME (EXPENSE)		
Interest income (expense)	(111,890)	(282,947)
Amortization of debt discount	-	(48,048)
Amortization of beneficial conversion features	-	(7,239)
Gain (loss) on derivative valuation	549,822	1,068,406
Total Other Income (Expense)	437,932	730,172
INCOME BEFORE TAXES	(1,256,045)	(950,873)
PROVISION (BENEFIT) FOR INCOME TAXES	-	-
NET INCOME (LOSS)	$ (1,256,045)	$ (950,873)
Basic and Diluted Income (Loss) Per Share of Common Stock	$ (0.07)	$ (0.08)
Weighted Average Number of Shares Outstanding	18,104,200	12,072,148

GREEN POLKADOT BOX INCORPORATED
CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	Six Months Ended June 30	
	2016	**2015**
Cash Flows from Operating Activities:		
Net loss	$ (1,256,045)	$ (950,873)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	52,747	44,527
Amortization of debt discount	-	48,048
Amortization of beneficial conversion feature	-	7,239
Loss on sale of fixed assets	-	-
Change on derivative valuation	(549,822)	(1,496,749)
Common stock issued for services	420,000	316,611
Common stock based compensation	-	67,232
Provision for obsolete inventory	-	-
Noncash value of reward points redeemed	-	(90,681)
Noncash value of reward points awarded	-	139,650
Noncash value of deferred costs expensed	-	90,681
Noncash value of deferred costs for points awarded	-	(139,650)
Changes in assets and liabilities:		
Accounts receivable	-	91,314
Inventory	499,082	88,200
Prepaid assets	-	-
Accounts payable and accrued expenses	1,330,257	437,855
Deferred revenue from membership fees	-	-
Checks drawn in excess of cash	-	17,378
Accrued interest	270,531	(9,024)
Net cash used in operating activities	766,750	(1,338,242)
Cash flows from investing activities:		
Acquisition of fixed assets	(60,340)	(116,264)
Net cash used in investing activities	(60,340)	(116,264)
Cash flows from financing activities:		
Payments under capital lease	2,181	190
Payments on loan payable		(60,000)
Proceeds received from loan payable	66,586	192,000
Proceeds received from convertible promissory notes	(1,122,354)	929,236
Common stock issued upon conversion	-	-
18,104,200 and 16,450,888 shares issued and outstanding at	-	-
June 30, 2016 and December 31, 2015, respectively	401,753	-
Common stock issued for cash	813	400,868
Preferred stock subscription received	-	-
	(651,021)	1,462,294
Net increase (decrease) in cash and cash equivalents	55,389	7,788

GREEN POLKADOT BOX INCORPORATED

CONSOLIDATED STATEMENTS OF CASH FLOWS (continued)

Beginning cash and cash equivalents		(36,581)		(7,788)
Ending cash and cash equivalents	$	18,808	$	-
Supplemental Disclosures of Cash flow information:				
Cash paid for interest	$	(22,831)	$	2,513
Cash paid for income taxes	$	-	$	-
Supplemental Disclosures of Non-cash Investing and Financing Activities				
Common shares issued in conversion of convertible notes	$	-	$	-
Fixed assets acquired through capital lease	$	-	$	-
Change in debt discount on convertible debt	$	-	$	-
Change in beneficial conversion feature on convertible debt	$	-	$	-

The accompanying notes are an integral part of these financial statements

GREEN POLKADOT BOX INCORPORATED
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2016 AND 2014
(UNAUDITED)

NOTE 1 – ORGANIZATION AND BASIS OF PRESENTATION

On January 18, 2008, The Green Polka Dot Box, LLC ("GPDB LLC") was organized as a limited liability company (LLC) under the laws of the State of Utah.

On December 30, 2011, GPDB LLC filed Articles of Conversion with the Secretary of State of Utah to form a new corporation, The Green Polka Dot Box, Inc. ("GPDB") and convert GPDB LLC to a C Corporation. The conversion was effective at the end of business December 31, 2011 for 2012. As a result, on January 2, 2012, GPDB LLC transferred all of its assets and liabilities to GPDB. Also, on January 2, 2012, GPDB issued 26,735,925 shares of common stock (100,000,000 authorized, no par value) to the members of the LLC in exchange for their units. The conversion was completed as 1 unit for 1 share. All options and warrants were also converted on a 1:1 basis.

On February 29, 2012, GPDB entered into an Agreement and Plan of Merger to give effect to a reverse acquisition of GPDB by Vault America, Inc. ("Vault"), through its wholly owned subsidiary Green PD Acquisitions, Inc., whereby GPDB became a wholly-owned subsidiary of Vault (the resultant entity, the "Company").

Prior to the closing of this transaction and pursuant to a certain Common Stock Purchase Agreement dated February 2, 2012, Vault sold 1,044,133 of its 1,144,324 issued and outstanding common shares, 460 of its 790 issued and outstanding Preferred Series A shares and 1,000 of its issued and outstanding 1,000 Preferred Series B shares to GPDB in exchange for $280,000. Simultaneous to the purchase of these shares, Vault spun out its subsidiary. Then, pursuant to the Agreement, Vault issued 9,919,028 common shares to the GPDB shareholders, in exchange for the 26,735,925 shares that GPDB had outstanding and simultaneously the 1,044,133 Vault common shares, the 460 Vault Preferred Series A shares and the 1,000 Vault Preferred Series B shares mentioned above, were cancelled. Also pursuant to the Agreement, Vault issued 33,000 common shares in exchange for its remaining 330 Preferred Series A shares.

This transaction was accounted for as a reverse acquisition. GPDB is the surviving company and the acquirer for accounting purposes. Following the completion of reverse merger, The Company changed its name from Vault America, Inc. to Green PolkaDot Box Incorporated. The Company also changed its reporting year-end from October 31 to December 31.

The "shop" section of the website provides members with hundreds of popular name brand products including healthy foods, supplements, cooking products, and, household and personal care products. The members can find their favorite brands and items they are already using in their daily diet. Products are priced at the best value possible based on wholesale bulk volume purchasing and membership rewards programs; and, then delivered directly to their homes.

The Company raised investment capital from the founder and private investors to fund the “start-up” of the Company, research the organic and natural foods and products industry and market opportunities, and the design and development of a state-of-the-art website and online shopping. The Company began selling its products in December of 2011.

Going Concern

These consolidated financial statements have been prepared on a going concern basis, which implies that the Company will continue to realize its assets and discharge its liabilities in the normal course of business. The Company began generating revenues in 2011 and generated losses from operations totaling of $1,693,977 for the six months ended June 30, 2016 and has accumulated losses of $24,970,780 through June 30, 2016.

The Company had raised investment capital from the founder and private investors from the sale of the former LLC units of as well as certain convertible notes to assist them in acquiring certain fixed assets as well as provide some necessary working capital for development and start-up costs.

During the six months ended June 30, 2016, the Company raised approximately $78,900 through the sale of 166,540 shares of common stock. The Company also issued 690,000 shares of stock for services valued at $345,000. The Company believes it will need to raise approximately and additional $5,000,000 to continue operations to a point where it may achieve positive cash flow through the expansion of facilities and sales.

The consolidated financial statements do not include any adjustments relating to the carrying amounts of recorded assets or the carrying amounts and classification of recorded liabilities that may be required should the Company be unable to continue as a going concern.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Unaudited Interim Financial Information

We have prepared the accompanying financial statements pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”) for interim financial reporting. These consolidated financial statements are unaudited and, in our opinion, include all adjustments, consisting of normal recurring adjustments and accruals necessary for a fair presentation of our consolidated balance sheets, operating results, and cash flows for the periods presented. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) have been omitted in accordance with the rules and regulations of the SEC.

Basis of Presentation

The accompanying financial statements are prepared in accordance with accounting principles generally accepted in the United States of America.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Cash and cash equivalents

The Company considers all highly liquid debt instruments and other short-term investments with maturity of three months or less, when purchased, to be cash equivalents. The Company maintains cash balances at one financial institution that is insured by the Federal Deposit Insurance Corporation.

Fixed Assets

The Company has fixed assets comprising of leasehold improvements, warehouse equipment, furniture and computer software and equipment, which are reflected on the books net of accumulated depreciation. Depreciation is calculated using the straight-line method over the estimated useful lives of the related assets ranging from 3 years to 10 years. Costs of maintenance and repairs that do not improve or extend the life of the respective assets are charged to expense as incurred.

Inventory

Inventory is valued at the lower of cost (on a first-in, first-out (FIFO) basis) or market. Inventory of $253,921 as of June 30, 2016 consists of finished goods that are packaged and awaiting shipment including shipping supplies. The Company has set up a reserve for obsolescence of inventory based on its estimate of goods that may not sell prior to their “best if used by” date. The inventory reserve is $8,000 and $8,000 at June 30, 2016 and 2015, respectively.

Recoverability of Long-Lived Assets

The Company reviews the recoverability of their long-lived assets on a periodic basis whenever events and changes in circumstances have occurred which may indicate a possible impairment. The assessment for potential impairment is based primarily on the Company’s ability to recover the carrying value of its long-lived assets from expected future cash flows from its operations on an undiscounted basis. If such assets are determined to be impaired, the impairment recognized is the amount by which the carrying value of the assets exceeds the fair value of the assets. Fixed assets to be disposed of by sale are carried at the lower of the then current carrying value or fair value less estimated costs to sell.

Fair Value of Financial Instruments

The carrying amounts reported in the consolidated balance sheets for cash and cash equivalents, accounts receivable, accounts payable and notes payable approximate fair value because of the immediate or short-term maturity of these financial instruments and the stated interest rate is equivalent to rates currently available. For the warrants that are classified as derivatives, fair values were calculated using the Black-Scholes pricing model.

Income Taxes

Effective January 2, 2012, the Company converted from operating its business as a limited liability company (LLC) to operating its business as a C Corporation. Prior to the conversion, the Company was treated as a partnership for federal and state income tax purposes, and all losses generated through December 31, 2011 were passed through to the individual members of the LLC and taxed at their respective tax rates.

The Company accounts for income taxes utilizing the liability method of accounting. Under the liability method, deferred taxes are determined based on differences between financial statement and tax bases of assets and liabilities at enacted tax rates in effect in years in which differences are expected to reverse. Valuation allowances are established, when necessary, to reduce deferred tax assets to amounts that are expected to be realized.

The Company also follows the guidance related to accounting for income tax uncertainties. In accounting for uncertainty in income taxes, the Company recognizes the financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position following an audit. For tax positions meeting the more likely than not threshold, the amount recognized in the financial statements is the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement with the relevant tax authority. No liability for unrecognized tax benefits was recorded as of June 30, 2016 and 2015.

Revenue and Cost Recognition

The Company generates revenue from the sale of (1) its products and (2) Health Merchant distributorships. The Company generally recognizes merchandise sales revenue from the sale of its products as follows:

1) Persuasive evidence of an arrangement exists;
2) Delivery has occurred;
3) The price to the buyer is fixed or determinable, and
4) Collectability is reasonably assured.

Cost of sales includes all product purchases, packaging supplies, shipping, freight and duties costs. Health Merchant distributorships were sold during the six months ended June 30, 2016 at $1,997 each. Acquisition costs ranging from 10% to 40% were paid on Health Merchant sales.

Stock-Based Compensation

The Company records stock-based compensation at fair value as of the date of grant and recognizes the corresponding expense over the requisite service period (usually the vesting period), utilizing the Black-Scholes option-pricing model.

The volatility component of the calculation is based on the historic volatility of the Company's stock or the expected future volatility. The expected life assumption is primarily based on historical exercise patterns and employee post-vesting termination behavior. The risk-free interest rate for the expected term of the option is based on the U.S. Treasury yield curve in effect at the time of grant.

Loss Per Share of Common Stock

Basic net loss per common share is computed using the weighted average number of common shares outstanding. Diluted earnings per share (EPS) include additional dilution from common stock equivalents, such as stock issuable pursuant to the exercise of stock options and warrants. Common stock equivalents are not included in the computation of diluted earnings per share when the Company reports a loss because to do so would be anti -dilutive for periods presented.

Reclassifications

Certain prior period amounts in the consolidated financial statements have been reclassified to conform to the current period's presentation.

Recently Adopted Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect and that may impact its consolidated financial statements and does not believe that there are any other new pronouncements that have been issued that might have a material impact on its financial position or results of operations.

NOTE 3 – INVENTORY

The Company only holds finished goods inventory. As of June 30, 2016, the Company has $253,921 in inventory comprising of the deliverable merchandise to customers. Inventories are accounted for using the first-in first-out ("FIFO") and are valued at the lower of cost or market value. This valuation requires us to make judgments, based on currently-available information, about the likely method of disposition, such as through sales to individual customer, returns to product vendors, or liquidations, and expected recoverable values of each such disposition. These assumptions about future disposition of inventory are inherently uncertain. The Company has analyzed the inventory as of June 30, 2016 and recorded a reserve for inventory obsolescence of $8,000 based on the estimated amount of inventory that may not sell prior to its "best if used by" date.

NOTE 4 – FIXED ASSETS

Fixed assets as of June 30, 2016 and December 31, 2014 were as follows:

Assets	Estimated Useful Lives (Years)	June 30, 2016		December 31, 2015	
Furniture and	7	$	20,879	$	20,879
Automobile	5		47,618		47,618
Software	3		164,480		152,076
Computer Equipment	5		136,434		133,753
Warehouse	5		295,861		293,858
Land			524,163		-
			1,189,435		964,797
Less: accumulated depreciation			(482,342)		
Fixed Assets, net		$	707,093	$	621,744

Depreciation expense was $52,747 for the six months ended June 30, 2016. The Company carries three capital leases on its books for warehouse equipment totaling $192,025.

NOTE 5 – STOCKHOLDERS DEFICIT

Common Stock

The Company has 18,104,200 common shares issued and outstanding at June 30, 2016.

During the six months ended June 30, 2016, the Company issued an aggregate total of 1,653,312 shares of common stock.

Preferred Stock

As of June 30, 2016 the Company had 194,229 shares of Series A preferred stock outstanding.

During the six months ended June 30, 2016, no shares of Series A preferred stock were issued.

The preferred Series A shares carry an 8% interest preferred dividend. In addition to their preferred dividends, the holders of preferred shares are entitled to participate in their pro rata share of 1.0% of the gross revenues of the Company and continuing as long as the preferred shares are outstanding. The Company recognizes the accrued interest associated with preferred dividends as a liability on the consolidated balance sheets. As of June 30, 2016 and December 31, 2015, the accrued interest liability was $183,471 and $160,164, respectively.

At any time prior to December 31, 2018 or within 30 days after notice of the Company's exercise of its right to redeem all or part of the preferred shares outstanding, the Preferred Shares shall be convertible into shares of common stock of the Company at the rate of three shares of common stock for each preferred share plus additional shares of Common Stock equal to the quotient of the total amount of any unpaid preferred dividends divided by $2.00.

At any time, the Company shall have the right, in its sole discretion, to redeem all or part of the preferred shares outstanding on a pro rata basis from all holders, subject to the conversion rights of the holders of the preferred shares. The redemption price shall equal: (i) the original purchase price; plus (ii) any unpaid preferred dividends through the date of redemption; plus (iii) a premium equal to 10% of the original purchase price.

Options

As of June 30, 2016, there are 3,100,373 options outstanding with a weighted average exercise price of $0.84 or a value of exercise of $2,604,313.

Warrants

As of June 30, 2016 there are 17,345,827 warrants outstanding with exercise prices between $.50 and $4.05 per share.

NOTE 6 – LOANS PAYABLE

Loans Payable – Other

Since 2009 and prior to January 1, 2012, GPDB LLC entered into convertible bridge loans for working capital purposes with various individuals. Prior to January 1, 2012, the Company had borrowed $925,500, repaying $60,000 of these loans, and converting $815,500 (along with $145,205 of accrued interest) of these loans into 3,791,177 limited liability company membership units ("LLC Units") during the year ended December 31, 2011. The conversions were recorded at $0.25 into LLC Units, and all accrued interest on these loans was also converted. These loans are interest bearing at 16% per annum and all were past due when converted. All of the notes except one note for $50,000 was either repaid or converted by December 31, 2012. Interest expense for the year ended December 31, 2011 on these loans was $46,209. The $50,000 loan along with accrued interest of $ 34,567 remains outstanding at June 30, 2016.

In June 2008, the Company entered into a lease agreement for offices space which was terminated in June 2012. At termination date, the Company owed the Landlord $29,064 in back rent. Prior to the termination agreement, the Company signed a promissory note in May 2012 to pay the total back rent plus interest of 7% per annum with monthly payments of $3,382.42 beginning April 1, 2012 through maturity date of May 1, 2013. The Company made payments totaling $7,620 during the year and the loan is currently in default. According to the terms of default, the loan shall accrue interest of 18% per annum. As of June 30, 2016, $21,444 remained on the loan along with accrued interest of $9,106.

Convertible Promissory Notes

On November 29, 2012, the Company issued a convertible note for $300,000 with a maturity date of June 30, 2013. The note bears an interest rate of 12% per annum and is convertible, along with all accrued interest, into shares of the Company's Common Stock at $2.70 per share. As additional compensation, the Company issued to the holder a warrant to purchase 111,111 shares of the Company's Common Stock. The warrant has an exercise price of $4.05 per share and a contractual life of 5 years from the issuance date. The value of the BCF recorded was $61,111 and the debt discount related to the attached warrants was $51,733 on the date of issuance. As of June 30, 2016, the principal balance of the note was $300,000, with a remaining debt discount and BCF of $27,220 and $-0, respectively, and accrued interest totaling $87,189.

On July 18, 2013, the Company issued a convertible note for $300,000 with a maturity date of December 31, 2013. The note bears an interest rate of 12% per annum and is convertible, along with all accrued interest, into shares of the Company's Common Stock at $2.70 per share. As additional compensation, the Company issued to the holder a warrant to purchase 111,111 shares of the Company's Common Stock. The warrant has an exercise price of $4.05 per share and a contractual life of five years from the issuance date. The value of the beneficial conversion feature recorded was $138,889 and the debt discount related to the attached warrants was $100,457 on the date of issuance. As of June 30, 2016, the principal balance of the note was $300,000, with a remaining debt discount and beneficial conversion feature of $-0- and $-0-, respectively, and accrued interest totaling $70,915.

From February 3, 2014 to August 10, 2015, the Company issued a series of perpetual inventory fund convertible promissory notes ("PIF Notes") in the principal amount of $782,263 at June 30, 2016 and bearing interest at the rate of 18% per annum, including borrowings of $65,000 in principal amount during the quarter ended June 30, 2016. The accumulated interest on the PIF Notes at June 30, 2016 was $11,831.

On October 24, 2014, the Company entered into a secured revolving credit promissory note in the principal amount of $900,000, bearing interest at Libor +700 basis points, and matures on October 31, 2015 (the "Revolving Credit Note"). At June 30, 2016, the principal outstanding balance of the Revolving Credit Note was $909,000.

On June 3, 2015, the Company borrowed $200,000 in principal amount and in lieu of stated interest issued a five-year common stock purchase warrant entitling the lender to purchase 1,000,000 shares of common stock at a price of $.50 per share. At June 30, 2016, the principal outstanding balance of the note was $200,000.

Convertible Promissory Notes – Related Party – Board of Director

On April 9, 2012, the Company issued a convertible note for $500,000, which was to be received in three installments of $300,000, $100,000 and $100,000. The first installment of $300,000 has a maturity date of October 16, 2015. The note bears an interest rate of 12% per annum and is convertible, along with all accrued interest, into shares of the Company's Common Stock at $2.70 per share. As additional compensation, the Company issued to the holder a warrant to purchase 300,000 shares of the Company's Common Stock. The warrant has an exercise price of $3.00 per share and a contractual life of 5 years from the issuance date. The value of the beneficial conversion feature (BCF) recorded was $422,222 and the debt discount related to the attached warrants was $1 49,727 on the date of issuance. As of June 30, 2016, the principal balance of the note was $300,000, with a remaining debt discount and BCF of $-0- and $-0-, respectively, and accrued interest totaling $134,100.

On July 9, 2012, the Company issued a second installment on the convertible note for $500,000 in the amount of $100,000 bearing the same maturity date of October 16, 2015. The note bears an interest rate of 12% per annum and is convertible, along with all accrued interest, into shares of the Company's Common Stock at $2.70 per share. As additional compensation, the Company issued to the holder a warrant to purchase 100,000 shares of the Company's Common Stock. The warrant has an exercise price of $3.00 per share and a contractual life of 5 years from the issuance date. The value of the BCF recorded was $52,222 and the debt discount related to the attached warrants was $49,992 on the date of issuance. As of June 30, 2016, the principal balance of the note was $100,000, with a remaining debt discount and BCF of $-0- and $-0-, respectively, and accrued interest totaling $41,467.

On August 21, 2012, the Company received the final installment on the convertible note for $500,000 in the amount of $100,000 bearing the same maturity date of October 16, 2015. The note bears an interest rate of 12% per annum and is convertible, along with all accrued interest, into shares of the Company's Common Stock at $2.70 per share. As additional compensation, the Company issued to the holder a warrant to purchase 100,000 shares of the Company's Common Stock. The warrant has an exercise price of $3.00 per share and a contractual life of 5 years from the issuance date. The value of the BCF recorded was $52,222 and the debt discount related to the attached warrants was $44,181 on the date of issuance. As of June 30, 2016, the principal balance of the note was $100,000, with a remaining debt discount and BCF of $-0- and $-0-, respectively, and accrued interest totaling $41,333.

On October 16, 2012, the Company issued a convertible note for $500,000 with a maturity date of October 16, 2015. The note bears an interest rate of 12% per annum and is convertible, along with all accrued interest, into shares of the Company's Common Stock at $2.70 per share. As additional compensation, the Company issued to the holder a warrant to purchase 500,000 shares of the Company's Common Stock vested immediately, with an additional 150,000 vesting at a rate of 50,000 three anniversary dates. The warrant has an exercise price of $3.00 per s hare and a contractual life of 5 years from the issuance date. The value of the BCF recorded was $261,111 and the debt discount related to the attached warrants was $135,780 on the date of issuance. As of June 30, 2016, the principal balance of the note was $500,000, with a remaining debt discount and BCF of $69,925 and $-0-, respectively, and accrued interest totaling $191,500.

On February 28, 2013, the Company issued a convertible note for $300,000 with a maturity date of February 21, 2016. The note bears an interest rate of 12% per annum and is convertible, along with all accrued interest, into shares of the Company's Common Stock at $2.70 per share. As additional compensation, the Company issued to the holder a warrant to purchase 300,000 shares of the Company's Common Stock. The warrant has an exercise price of $3.00 per share and a contractual life of 5 years from the issuance date. The value of the beneficial conversion feature recorded was $5,556 and the debt discount related to the attached warrants was $57,694 on the date of issuance. As of June 30, 2016, the principal balance of the note was $300,000, with a remaining debt discount and beneficial conversion feature of $39,179 and $3,748, respectively, and accrued interest totaling $102,750.

On April 5, 2013, the Company issued a convertible note for $50,000 with a maturity date of April 5, 2016. The note bears an interest rate of 12% per annum and is convertible, along with all accrued interest, into shares of the Company's Common Stock at $2.70 per share. As additional compensation, the Company issued to the holder a warrant to purchase 50,000 shares of the Company's Common Stock. The warrant has an exercise price of $3.00 per share and a contractual life of five years from the issuance date. The value of the beneficial conversion feature recorded was $33,518 and the debt discount related to the attached warrants was $50,000 on the date of issuance. As of June 30, 2016, the principal balance of the note was $50,000, with a remaining debt discount and beneficial conversion feature of $25,228 and $26,289, respectively, and accrued interest totaling $16,417.

On November 8, 2013, the Company issued a convertible note for $200,000 with a maturity date of November 8, 2016. The note bears an interest rate of 12% per annum and is convertible, along with all accrued interest, into shares of the Company's Common Stock at $2.70 per share. As additional compensation, the Company issued to the holder a warrant to purchase 200,000 shares of the Company's Common Stock. The warrant has an exercise price of $3.00 per share and a contractual life of five years from the issuance date. The value of the beneficial conversion feature recorded was $11,111 and the debt discount related to the attached warrants was $200,000 on the date of issuance. As of June 30, 2016, the principal balance of the note was $200,000, with a remaining debt discount and beneficial conversion feature of $140,511 and $9,614, respectively, and accrued interest totaling $51,466.

On November l3, 2014, all of the common stock purchase warrants granted in connection with the foregoing promissory notes were consolidated into one common stock purchase for a total of 2,485,185 warrants with an exercise price of $1.00 per share expiring on December 31, 2023.

On April 24, 2014, the Company issued a convertible note for $200,000 with a maturity date of April 30, 2017. The note bears an interest rate of 12% per annum and is convertible, along with all accrued interest, into shares of the Company's Common Stock at $2.70 per share. As additional compensation, the Company issued to the holder a warrant to purchase 200,000 shares of the Company's Common Stock. The warrant has an exercise price of $1.00 per share and expiring on April 30, 2024. As of June 30, 2016, the principal balance of the note was $200,000 and accrued interest was 40,400.

On May 9, 2014, the Company issued a convertible note for $50,000 with a maturity date of May 31, 2017. The note bears an interest rate of 12% per annum and is convertible, along with all accrued interest, into shares of the Company's Common Stock at $2.70 per share. As additional compensation, the Company issued to the holder a warrant to purchase 50,000 shares of the Company's Common Stock. The warrant has an exercise price of $1.00 per share and expiring on May 31, 2024. As of June 30, 2016, the principal balance of the note was $200,000 and accrued interest was $9,867.

On September 10, 2014, the Company issued a convertible note for $140,000 with a maturity date of December 31, 2017. The note bears an interest rate of 12% per annum and is convertible, along with all accrued interest, into shares of the Company's Common Stock at $1.00 per share. As additional compensation, the Company issued to the holder a warrant to purchase 140,000 shares of the Company's Common Stock. The warrant has an exercise price of $1.00 per share and expiring on December 31, 2024. As of June 30, 2016, the principal balance of the note was
$140,000 and accrued interest was $21,934.

On April 7, 2015, the Company issued a convertible note for $130,000 with a maturity date of April 30, 2018. The note bears an interest rate of 12% per annum and is convertible, along with all accrued interest, into shares of the Company's Common Stock at $.50 per share. As additional compensation, the Company issued to the holder a warrant to purchase 650,000 shares of the Company's Common Stock. The warrant has an exercise price of $.50 per share and expiring on April 30, 2025. As of June 30, 2016, the principal balance of the note was $140,000 and accrued interest was $11,397.

On August 27, 2015, the Company issued a convertible note for $125,000 with a maturity date of March 31, 2018. The note bears an interest rate of 12% per annum and is convertible, along with all accrued interest, into shares of the Company's Common Stock at $1.00 per share. As additional compensation, the Company issued to the holder a warrant to purchase 250,000 shares of the Company's Common Stock. The warrant has an exercise price of $1.00 per share and expiring on August 31, 2025. As of June 30, 2016, the principal balance of the note was $125,000 and accrued interest was $5,125.

On June 1, 2016, the Company issued a promissory note for $200,000 with a maturity date of December 1, 2016 and on June 8, 2016 issued another promissory note for $100,000 with a maturity date of December 8, 2016. These promissory notes bear interest at the rate of 10% per annum, due and payable at maturity. As of June 30, 2016, the principal balance of these notes was $300,000 and accrued interest was approximately $2,500.

NOTE 7 – MEMBERSHIP AGREEMENTS – REWARD POINT LIABILITY AND DEFERRED REVENUE

The Company's customers have had the option of entering into four distinct membership agreements. "Founding Trust Membership" – the "Founding Trust Membership" was a lifetime membership agreement, that required the member to pay $2,000. Upon payment of this fee, the member received 2,000 reward points, plus an additional bonus of 500 points (value of $2,500 per member, $1 per point). In addition to the 2,500 reward points received for signing up, each member had the opportunity to receive an additional 2,000 points over 18 months if the criteria in the agreement are met. The Company has accounted for these "Founding Trust Membership Fees" as "deferred revenue" for the initial 2,000 reward points paid for, and the balance of the fees as "reward point liability". The Company has classified the initial $2,000 of deferred revenue to current period revenue based on a formula of the initial 2,500 points being used. Since the members receive 2,500 points initially, 2,000 they pay for and 500 they are given, these points are reclassified 80% (2,000/2,500) to revenue and 20% (500/2,500) as an offset to cost of sales. Additionally, the 500 points are classified as a deferred cost and written off to cost of sales when the 20% of the first 2,500 points per member are redeemed. The Company accrued the additional 2,000 bonus points monthly in accordance with the agreement as "deferred costs" and "reward point liability" as well. In addition, the "Founding Trust" members are able to earn points for referrals to future members that sign up. As the points are redeemed in the members' sales, the "deferred costs" and "reward point liability" are offset to the cost of sales in the current period.

Charter Membership – the "Charter Membership" is a lifetime membership agreement that requires the member to pay $1,000. Upon payment of this fee, the member receives 1,000 reward points, plus an additional bonus of 400 points (value of $1,400 per member, $1 per point). In addition to the 1,400 reward points received for signing up, each member has the opportunity to receive an additional 600 points over 15 months if the criteria in the agreement are met. The Company has accounted for these "Charter Membership Fees" as deferred revenue for the $1,000 paid.

The Company has classified the $1,000 of deferred revenue to current period revenue based on a formula of the initial 1,400 points being used. Since the members receive 1,400 points initially, the deferred revenue is recorded as current period revenue based on 80% of the first 1,400 points used (1,000/1,400). The Company accrues the additional 600 bonus points monthly in accordance with the agreement as "deferred costs" and "reward point liability" as well. In addition, the "Charter" members are able to earn points for referrals to future members that sign up. As the points are redeemed in the members' sales, the deferred costs are classified to the cost of sales in the current period.

As of December 31, 2012, the "Founding Trust Membership" and "Charter Membership" were no longer available to customers.

“Rewards” – the “rewards” members pay an annual membership fee of $125 that is classified as deferred revenue and amortized by the Company over 12 months. The “rewards” members have the availability to earn rewards points for shopping in accordance with their agreement. As of December 31, 2012, the reward membership is no longer available to new customers but existing reward members can continual to renew their reward membership annually. “Club” – the “Club” members’ pay an annual membership fee of $50 that is classified as deferred revenue and amortized by the Company over 12 months. The “club” agreement was an early agreement the Company offered which enables the members to pay $50 per year to shop on the site. There is no reward point system for this membership class. “Club” members were offered the opportunity to upgrade their membership to the “Rewards” membership for $75. For the period ended June 30, 2016 and December 31, 2015, the Company has a total of $287,845 and $238,876, respectively, in deferred revenue for “Rewards” and “Club” membership fees.

NOTE 8 – INCOME TAXES

On December 30, 2011, the Company filed Articles of Conversion with the Secretary of State of Utah to form a new corporation, The Green Polka Dot Box, Inc. and convert the LLC into a C Corporation. The conversion was effective at the end of business December 31, 2011 for 2012. As a result, on January 2, 2012, the Company transferred all of its assets and liabilities to The Green Polka Dot Box, Inc. Also, on January 2, 2012, the Company issued shares of common stock (had 100,000,000 authorized, no par value) to the members of the LLC in exchange for their units.

Deferred income taxes are determined using the liability method for the temporary differences between the financial reporting basis and income tax basis of the Company’s assets and liabilities. Deferred income taxes are measured based on the tax rates expected to be in effect when the temporary differences are included in the Company’s tax return. Deferred tax assets and liabilities are recognized based on anticipated future tax consequences attributable to differences between financial statement carrying amounts of assets and liabilities and their respective tax bases.

As of June 30, 2016, there is no provision for income taxes, current or deferred.

At June 30, 2016, the Company had a net operating loss carry forward in the amount of $24,970,780, available to offset future taxable income through 2036. The Company established valuation allowances equal to the full amount of the deferred tax assets due to the uncertainty of the utilization of the operating losses in future periods.

NOTE 9 – OBLIGATION UNDER CAPITAL LEASE – RELATED PARTY

On September 18, 2013, the Company entered a lease for the Mt. Pleasant Property from a director at a base rent of $6,500 per month for a term of 36 months. As additional consideration for the lease agreement, the Company issued a warrant to purchase 600,000 shares of common stock at an exercise price of $2.70 per share expiring on March 31, 2024, which warrant was consolidated with other warrants expiring on December 31, 2023 at an exercise price of $1.00 per share. The future lease commitments under this lease are as follows:

Year		Amount
2015		58,500
2016		78,000
2017		78,000
	$	214,500

NOTE 10 – SUBSEQUENT EVENTS

In July 2016, the Company issued 415,000 shares of Common Stock for consulting services at a value of $.50 per share.

In July and August 2016, the Company issued 270,200 shares of Common Stock at $.50 per share for cash totaling $135,100 and three-year warrants to purchase 270,200 shares of Common Stock at an exercise price of $1.00 per share.

In August 2016, the Company issued a convertible promissory note in the principal amount of $50,000, convertible into shares of Common Stock at the rate of $1.00 per share, bearing interest at 12% per annum, and maturing in one year. The Company issued to the lender a three-year warrant to purchase 50,000 shares of Common Stock at an exercise price of $1.00 per share.